



BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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SECRETARY

October 9, 2000

Guy M. Hicks
General Counsel

615 214-6301
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Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. 00-00663

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Network Telephone Corporation and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 21, 2000. The Amendment Modifies Section 16.1 of the General Terms and Conditions to provided for the adoption of other agreements.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Brent McMahan, Network Telephone Corporation

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 00-00663

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND NETWORK TELEPHONE CORPORATION
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Network Telephone Corporation ("Network Telephone") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 21, 2000 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Network Telephone and BellSouth state the following:

1. Network Telephone and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Network Telephone. The Interconnection Agreement was filed for approval by the Tennessee Regulatory Authority ("TRA") on July 27, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which modifies Section 16.1 of the General Terms and Conditions of the Agreement to allow for the adoption of other agreements. A copy of the Amendment is attached hereto and incorporated herein by reference.

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OFFICE OF THE
EXECUTIVE SECRETARY

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Network Telephone and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Network Telephone within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Network Telephone and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Network Telephone and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 9th day of October, 2000.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

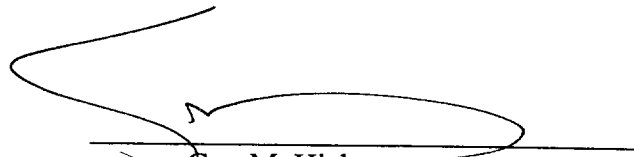
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail:

Mr. Brent McMahan, Vice President
Regulatory & Governmental Affairs
Network Telephone Corporation
815 South Palafox Street
Pensacola, Florida 32501



Guy M. Hicks

**Amendment to the Interconnection Agreement
By and Between BellSouth Telecommunications, Inc.
And Network Telephone Corporation Dated June 21, 2000**

Pursuant to this Agreement, (the "Amendment"), Network Telephone Corporation ("Network Telephone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 21, 2000 ("Agreement").

WHEREAS, BellSouth and Network Telephone entered into an Interconnection Agreement on June 21, 2000, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Preamble to the General Terms and Conditions is hereby deleted in its entirety and replaced with the following:

THIS AGREEMENT is made by and between BellSouth Telecommunications, Inc., ("BellSouth"), a Georgia corporation, and Network Telephone Corporation ("Network Telephone"), a Florida corporation, and shall be deemed effective as of the date signed by both parties. This agreement may refer to either BellSouth or Network Telephone Corporation or both as a "Party" or "Parties."

2. Section 16.1 of the General Terms and Conditions is hereby deleted in its entirety and replaced with the following:

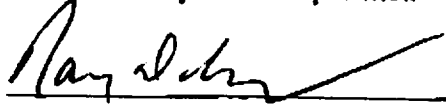
16.1 Adoption of Agreements. BellSouth shall make available, pursuant to 47 USC § 252 and the FCC rules and regulations regarding such availability, to Network Telephone any interconnection, service, or network element provided under any other agreement filed and approved pursuant to 47 USC § 252, provided a minimum of six months remains on the term of such Agreement. The Parties shall adopt all rates, terms and conditions concerning such other interconnection, service or network element and any other rates, terms and conditions that are legitimately related to or were negotiated in exchange for or in conjunction with the interconnection, service or network element being adopted. The adopted interconnection, service, or network element and agreement shall apply to the same states as such other agreement. The term of the adopted agreement or provisions shall expire on the same date as set forth in the agreement which was adopted.

3. All of the other provisions of the Agreement, dated June 21, 2000, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Network Telephone Corporation



Signature

Ray Russenberger

Printed Name

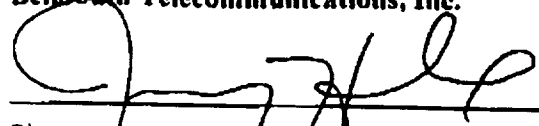
President

Title

10-5-2000

Date

BellSouth Telecommunications, Inc.



Signature

Jerry D. Hendrip

Printed Name

Sr. Director

Title

10/6/00

Date